

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CRYSTALLEX INTERNATIONAL CORP.,)	
)	
Plaintiff,)	
)	
v.)	No. 17-151-LPS
)	
BOLIVARIAN REPUBLIC OF)	
VENEZUELA,)	
)	
Defendant.)	

**MOTION REQUESTING APPROVAL OF THE COURT
TO CONSIDER UNSOLICITED BID**

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Dated: September 12, 2025

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Counsel for Blue Water Venture Partners,
LLC

Blue Water Venture Partners, LLC (“**Blue Water**”) by and through its undersigned counsel, respectfully moves to be permitted to submit an unsolicited Competing Bid Proposal (as defined by the *Proposed Bidder Protections* D.I. 1545-4 at 8–9 and *Memorandum Order Approving Proposed Bidder Protections* D.I. 1554) for the sale of all of the shares of PDV Holding, Inc. (“**PDVH**” and the shares of which, the “**PDVH Shares**”) to Blue Water, for a total purchase price of \$10,000,000 billion, (the “**Proposed Bid**”), as filed with the Court at D.I. 2276.¹ Specifically, Blue Water requests that this Court enter an order (a) allowing Blue Water to correspond, exchange documents, and negotiate with Robert B. Pincus, in his capacity as the special master (the “**Special Master**”) regarding the Competing Bid Proposal for his consideration to recommend the Proposed Bid to become the sale transaction proposed for approval by the Court, and (b) directing and authorizing the Special Master to consider the Proposed Bid. **The Court Should Permit and Instruct the Special Master to Consider Blue Water’s Proposed Bid.**

1. Courts have “broad discretion to conduct sales in a manner that maximizes value. . . even if it means considering late bids after a bidding deadline.” *In re Parkcliffe Dev.*, No. 24-30814 Chapter 11, 2025 Bankr. LEXIS 171, at *1 (Bankr. N.D. Ohio Jan. 28, 2025). Until the entry of a sale order, the court enjoys broader discretion to balance the goal of estate maximization against the interest in regularity and finality and the parties' expectations. *Corporate Assets, Inc. v. Paloian*, 368 F.3d at 769 (7th Cir. 2004) (“We have repeatedly cited the entry of a sale order as the point at which the court loses much of the discretion and at which it must be able to identify a compelling reason in order to recognize a late bid.”). Therefore, this Court has the discretion to allow the Special Master to consider the Proposed Bid. Further, the *Memorandum Order Approving*

¹ This Motion serves as a summary of the Proposed Bid. To the extent there are any inconsistencies, the Proposed Bid governs.

Proposed Bidder Protections expressly contemplates that an unsolicited competing proposal, received after submission of the final recommendation and prior to the entry of any sale order, can and should be considered by the Special Master, upon the Court's order. *See Proposed Bidder Protections* D.I. 1545-4 and *Memorandum Order Approving Proposed Bidder Protections* D.I. 1554. Specifically, in this case the Court has ruled that the Special Master currently has no "obligation or authority to consider any bids" nor "to engage with any bidders who submit bids ... *absent further order from the Court.*" *Scheduling Order* D.I. 2110 para. 7 (emphasis added). The Special Master has reiterated this position to Blue Water. Therefore, this Motion seeks the Court's authorization and direction so that, as required by the Court's prior orders, the Special Master can and shall consider Blue Water's Proposed Bid.

2. The current bid recommended by the Special Master is from Amber Merger Sub LLC, an affiliate of Elliott Investment Management L.P. as described in the *Special Master's Updated Final Recommendation* D.I. 2123 dated August, 29, 2025 (the "**Amber Bid**"). The Special Master's recommendation of the Amber Bid replaced the Special Master's request to approve the bid by Dalinar Energy Corp., a wholly-owned subsidiary of Gold Reserve Ltd., as described in the *Special Master's Updated Final Recommendation* D.I. 1837 dated July 2, 2025 ("**Gold Reserve Bid**"). In evaluating and recommending the Amber Bid over the Gold Reserve Bid, the Special Master considered both price and certainty of closing in accordance with the Evaluation Criteria (D.I. 1545-4 at 8– 9; D.I. 1554 (adopting the Evaluation Criteria)) and the Court's orders and other guidance, including the Court's April 21, 2025 Order (D.I. 1741) (the "**Stalking Horse Approval Order**"). *See* D.I. 1837 at ¶¶ 7-10, 38, 57, 59-62, 76-77, 82-83.

3. Now, if permitted and directed to consider the Proposed Bid, the Special Master, considering the same factors described above, would see that Blue Water's Proposed Bid places

an appropriate emphasis on both price and certainty of closing. It provides better value to holders of Attached Judgments² and the PDVSA 2020 Bondholders than the Amber Bid or the Gold Reserve Bid. The Proposed Bid constitutes a superior proposal and is the best bid for the PDVH Shares received to date in this sale process.

II. Blue Water's Proposed Bid is Superior to the Current Recommended Bid.

4. Blue Water firmly believes that its Proposed Bid is a superior bid to the bid of Amber Merger Sub LLC, an affiliate of Elliott Investment Management L.P. as described in the *Special Master's Updated Final Recommendation* D.I. 2123 dated August, 29, 2025 (the “**Amber Bid**”), which replaced the Special Master's request to approve the bid by Dalinar Energy Corp., a wholly-owned subsidiary of Gold Reserve Ltd., as described in the *Special Master's Updated Final Recommendation* D.I. 1837 dated July 2, 2025 (“**Gold Reserve Bid**”).

5. The Court established in the Stalking Horse Approval Order that (i) “[a]ny prudent bidder, as well as the Special Master on behalf of the Court, must factor into its assessment of a transaction relating to the purchase of the PDVH Shares the risk to closing posed by the 2020 Bondholders being able to assert their rights (assuming they exist) in a manner that would interfere with closing”; and (ii) “any bid [the Court] is likely to approve at the conclusion of the Sale Process will need a balance that places much greater emphasis on price than Red Tree's Stalking Horse Bid.” *See* D.I. 1741 at 3, 6.

6. Blue Water's Proposed Bid is valued at ten billion dollars (\$10,000,000,000), which constitutes the highest bid received to date in this proceeding. The proposed transaction allows Attached Judgment creditors to elect immediate cash payment at closing or may opt to receive equity in a U.S.-listed public entity on the NASDAQ exchange (subject to regulatory review), in

² As defined in the *Special Master's Updated Final Recommendation* D.I. 2123.

lieu of some or all of the monetary affording them ongoing liquidity and upside participation (the “Rollover Option”). Additionally, the bid allocates \$3.02 billion toward the settlement and extinguishment of the PDVSA-2020 bond lien to pay the bond holders in full, thereby facilitating a clean and litigation-free transfer of CITGO’s assets.³ Further, if the amounts allocated exceed what creditors or bondholders are entitled to, leftover funds will be allocated as capital in the entity. Clearly, the Proposed Bid exceeds both the Amber Bid and the Gold Reserve Bid on price.

7. The financing plan supporting this transaction a soft circle pool from strategic partnerships and investors which includes a prominent global energy company and leader in distributing energy solutions. This soft circle consists of: (i) \$1 billion from a global leader in providing energy solutions and operations, (ii) \$3.5 billion in debt financing, and (iii) \$5.5 billion to be secured from various financial firms that have expressed interest in this current opportunity. While the funding is not yet committed, Blue Water is advancing towards fully confirming funds into firm, actionable investments with confidence, grounded in my vast capital-raising expertise.

8. Compared to other bids currently under consideration—namely, the Amber Bid, an offer of \$6.392 billion dollars ⁴and the Gold Reserve Bid of \$7.382 billion⁵—the Blue Water proposal offers significantly higher recovery for creditors. It also provides for full resolution of the PDVSA-2020 bondholder claims, similar to the Amber Bid structure, but at a higher payout. Importantly, the transaction introduces public market liquidity through a U.S.-listed equity vehicle (subject to regulatory review), which is not present in the Amber Bid. Furthermore, the proposed

³ The Rollover Option would require/be contingent on the PDVH Shares being contributed to Blue Water Acquisition Corp. III, a NASDAQ listed special purpose acquisition company, through a business combination process. The business combination would be subject to review by the Securities and Exchange Commission, approval by NASDAQ and by a proxy solicitation and approval by Blue Water Acquisition Corp. III’s shareholders.

⁴ See *Special Master’s Updated Final Recommendation* D.I. 2123

⁵ See *Special Master’s Updated Final Recommendation* D.I. 1837

structure ensures that CITGO will be a U.S.- listed public entity (subject to regulatory requirements), thereby safeguarding critical national energy infrastructure.

9. Most significantly, the Proposed Bid virtually eliminates any closing risks associated with the litigation in the Southern District of New York involving the PDVSA 2020 Bondholders by delivering a settlement with them. The Proposed Bid can close regardless of the outcome of the 2020 Bondholders litigation, and it secures an approximately \$3.02 billion for the PDVSA 2020 Bondholders, approximately \$895 million more than the \$2.125 billion contemplated in the Amber Bid. Specifically, the Special Master has stated that as of June 30, 2026, \$3.02 billion is the amount that the PDVSA 2020 Bondholders Claims would assert they are owed. *Special Master's Updated Final Recommendation* D.I. 2123 fn. 10. Further, each bondholder may elect to receive their recovery in cash or, subject to regulatory review, in shares in a reverse merged public company.

10. Blue Water's offer is not only the highest in terms of dollar value, but also the cleanest, most transparent, and most aligned with U.S. strategic interests. It ensures that creditors are paid more, bondholder claims are resolved, and it is expected that CITGO emerges as a publicly traded, U.S. listed company with enhanced liquidity, future upside, and long-term security.

11. The Proposed Bid is the product of arm's-length, good-faith discussions, which comply with the Sale Procedures Order and applicable law. There has been no fraud, unfairness, surprise, or mistake, and the sale price is not so low as to shock the conscience.

Conclusion

WHEREFORE, for the foregoing reasons, counsel respectfully requests that the Court grant the Special Master leave to consider the Proposed Bid submitted by Blue Water as part of the acquisition process, and instruct the Special Master to so consider the Proposed Bid, and for such other and further relief as the Court deems just and proper.

[Signature Page Follows]

Dated: September 12, 2025
Wilmington, Delaware

Respectfully submitted,

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